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December 28, 2009

RECORDATION NO. 28177 FILED

DEC 28 '09 -9 00 AM

SURFACE TRANSPORTATION BOARD

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Contract C-7414

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 18, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are.

Lessor: American Railcar Leasing LLC
620 North Second Street
St. Charles, Missouri 63301

[Lessee: Thiele Kaolin Company
P.O. Box 1056
520 Kaolin Road
Sandersville, GA 31082]

A description of the railroad equipment covered by the enclosed document
is:

80 railcars within the series SHPX 202550 - SHPX 202674 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', followed by a horizontal flourish.

Robert W Alvord

RWA/sem
Enclosures

MEMORANDUM OF LEASE

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC and Shippers Third LLC, all with respect to Thiele Kaolin Company, a Georgia Corporation ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

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SURFACE TRANSPORTATION BOARD

Schedule A

Equipment

Thiele Kaolin Company

Contract C-7414 dated 4/30/08

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	202550
	Tank	SHPX	202551
	Tank	SHPX	202552
	Tank	SHPX	202553
	Tank	SHPX	202554
	Tank	SHPX	202555
	Tank	SHPX	202556
	Tank	SHPX	202557
	Tank	SHPX	202558
	Tank	SHPX	202559
	Tank	SHPX	202560
	Tank	SHPX	202561
	Tank	SHPX	202562
	Tank	SHPX	202563
	Tank	SHPX	202564
	Tank	SHPX	202565
	Tank	SHPX	202566
	Tank	SHPX	202567
	Tank	SHPX	202568
	Tank	SHPX	202569
	Tank	SHPX	202570
	Tank	SHPX	202571
	Tank	SHPX	202572
	Tank	SHPX	202573
	Tank	SHPX	202574
	Tank	SHPX	202575
	Tank	SHPX	202576
	Tank	SHPX	202577
	Tank	SHPX	202578
	Tank	SHPX	202579
	Tank	SHPX	202580
	Tank	SHPX	202581
	Tank	SHPX	202582
	Tank	SHPX	202583

Schedule A

Equipment

Thiele Kaolin Company

Contract C-7414

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	202584
	Tank	SHPX	202585
	Tank	SHPX	202586
	Tank	SHPX	202587
	Tank	SHPX	202588
	Tank	SHPX	202589
	Tank	SHPX	202635
	Tank	SHPX	202636
	Tank	SHPX	202637
	Tank	SHPX	202638
	Tank	SHPX	202639
	Tank	SHPX	202640
	Tank	SHPX	202641
	Tank	SHPX	202642
	Tank	SHPX	202643
	Tank	SHPX	202644
	Tank	SHPX	202645
	Tank	SHPX	202646
	Tank	SHPX	202647
	Tank	SHPX	202648
	Tank	SHPX	202649
	Tank	SHPX	202650
	Tank	SHPX	202651
	Tank	SHPX	202652
	Tank	SHPX	202653
	Tank	SHPX	202654
	Tank	SHPX	202655
	Tank	SHPX	202656
	Tank	SHPX	202657
	Tank	SHPX	202658
	Tank	SHPX	202659
	Tank	SHPX	202660
	Tank	SHPX	202661
	Tank	SHPX	202662

Schedule A

Equipment

Thiele Kaolin Company

Contract C-7414

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	202663
	Tank	SHPX	202664
	Tank	SHPX	202665
	Tank	SHPX	202666
	Tank	SHPX	202667
	Tank	SHPX	202668
	Tank	SHPX	202669
	Tank	SHPX	202670
	Tank	SHPX	202671
	Tank	SHPX	202672
	Tank	SHPX	202673
	Tank	SHPX	202674
80			

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated: 12/28/09



Robert W Alvord